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December 31, 1997

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-01/05/98--01037--001
*****35.00 *****35.00

In re: McGinnes Industries, Inc.

Gentlemen:

Enclosed herein please find original Articles of Dissolution and Unanimous Written Consent of Shareholders to Voluntary Dissolution of a Florida Corporation, together with copy thereof, with reference to captioned corporation.

Check in the sum of \$35 is also enclosed representing your filing fee for same.

After filing the original, please conform the enclosed copy and return to the undersigned.

Thank you.

Very truly yours,

James P. Hahn
James P. Hahn

/h

Enclosure

Diss.
01-09-98
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 AM 11:08

FILED
SECRETARY OF CORPORATIONS
98 JAN -5 AM 11:08

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is MCGINNES INDUSTRIES, INC.

2. The names and respective addresses of the officers of the corporation are as follows:

NAME	OFFICE	ADDRESS
DEAN C. MCGINNES	President	1012 Clearview Avenue Lakeland, FL 33803
SANDRA M. MCGINNES	Vice President	1012 Clearview Avenue Lakeland, FL 33803

3. The names and respective addresses of the directors of the corporation are as follows:

NAME	ADDRESS
DEAN C. MCGINNES	1012 Clearview Avenue Lakeland, FL 33803
SANDRA M. MCGINNES	1012 Clearview Avenue Lakeland, FL 33803

4. All liabilities and obligations of the corporation have been paid or discharged.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent as been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized. A copy of such written consent is attached to these articles.

DATED December 31, 1997.

McGINNES INDUSTRIES, INC.

BY:

Dean C. McGinnes
Dean C. McGinnes- President

Sandra M. McGinnes
Sandra M. McGinnes- Vice-President

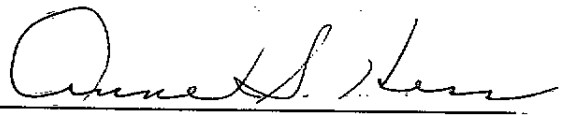
STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DEAN C. MCGINNES and SANDRA M. MCGINNES, President and

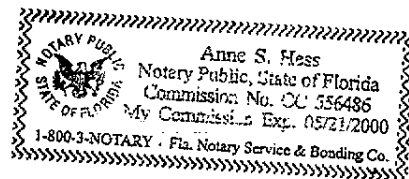
Vice-President respectively, of MCGINNES INDUSTRIES, INC., known to me and known by me to be the persons who executed the foregoing and they acknowledged before me that they executed the same on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31 day of December, 1997.



Notary Public Anne S. Hess

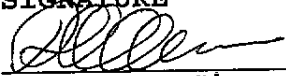

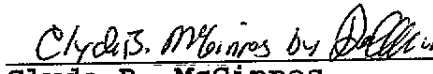
My Commission expires:



UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
TO VOLUNTARY DISSOLUTION OF A FLORIDA CORPORATION

We, the undersigned, being all of the shareholders of MCGINNES INDUSTRIES, INC., a Florida corporation, do hereby consent to the voluntary dissolution of such corporation and do authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, each of the undersigned stockholders has signed his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

SIGNATURE	DATE	NO. OF SHARES
 Dean C. McGinnes	December 31, 1997	212.20
 Sandra M. McGinnes	December 31, 1997	62.20
 Clyde B. McGinnes	December 31, 1997	61.60